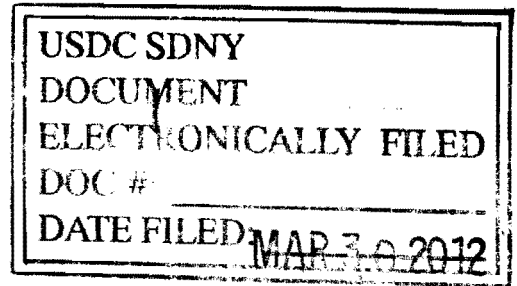


Exhibit 12



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
THE UNION CENTRAL LIFE INSURANCE CORP. :
AND ACACIA LIFE INSURANCE COMPANY, :

Plaintiffs, :

v. :

CREDIT SUISSE FIRST BOSTON MORTGAGE :
SECURITIES CORP., et al. :

Defendants. :
-----X

Case No.: 11-CV-2890
(GBD)/(JCF)

ECF CASE

STIPULATION AND ORDER OF SUBSTITUTION OF COUNSEL

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned that Dorsey & Whitney LLP and Carpenter Lipps & Leland LLP are hereby substituted for Mayer Brown LLP as attorneys for Defendants Residential Accredit Loans, Inc., Residential Funding Securities LLC, Deutsche Bank Securities, Inc. and Bruce Paradis. All notices required to be given, and all papers filed or served in this action, should henceforth be served upon counsel at the addresses set forth for incoming counsel. A supporting declaration pursuant to Local Civil Rule 1.4 is submitted herewith.

Mayer Brown LLP will continue in the case as counsel for Defendants HSBC Securities (USA) Inc.

Dated: New York, New York
March 28, 2012

MAYER BROWN LLP

By: 

Richard A. Spehr
Michael O. Ware
S. Christopher Provenzano

1675 Broadway
New York, New York 10019
(212) 506-2500
rspehr@mayerbrown.com
mware@mayerbrown.com
cprovenzano@mayerbrown.com

*Outgoing Counsel for Defendants
Residential Accredit Loans, Inc., Residential
Funding Securities LLC, Deutsche Bank
Securities, Inc. and Bruce Paradis*

DORSEY & WHITNEY LLP

By: 

Eric B. Epstein

51 West 52nd Street
New York, NY 10019
Tel.: (212) 415-9309
epstein.eric@dorsey.com

*Incoming Co-Counsel for Defendants
Residential Accredit Loans, Inc., Residential
Funding Securities LLC, Deutsche Bank
Securities, Inc. and Bruce Paradis*

CARPENTER LIPPS & LELAND LLP

By: 

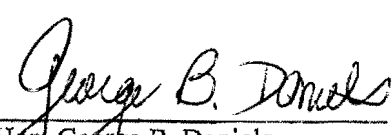
Jeffrey A. Lipps (*pro hac vice* application
submitted simultaneously herewith)

280 Plaza, Suite 1300
280 N. High Street
Columbus, Ohio 43215
Tel. (614) 365-4100
lipps@carpenterlipps.com

*Incoming Co-Counsel for Defendants
Residential Accredit Loans, Inc., Residential
Funding Securities LLC, Deutsche Bank
Securities, Inc. and Bruce Paradis*

IT IS SO ORDERED

Dated: MAR 30 2012


Hon. George B. Daniels
United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
THE UNION CENTRAL LIFE INSURANCE CORP.	:	
AND ACACIA LIFE INSURANCE COMPANY,	:	
	:	Case No.: 11-CV-2890
Plaintiffs,	:	(GBD)/(JCF)
	:	
v.	:	
	:	<u>ECF CASE</u>
CREDIT SUISSE FIRST BOSTON MORTGAGE	:	
SECURITIES CORP., et al.	:	
	:	
Defendants.	:	
-----X	:	

**DECLARATION OF ERIC B. EPSTEIN IN SUPPORT OF
STIPULATION AND ORDER OF NOTICE OF SUBSTITUTION OF COUNSEL**

Eric B. Epstein, pursuant to Local Rule 1.4, declares under penalties of perjury as follows in support of the Stipulation and Order of Substitution of Counsel for Residential Accredit Loans, Inc., Residential Funding Securities LLC, Deutsche Bank Securities, Inc. and Bruce Paradis:

1. I am a member of the Bar of this Court and a member of the law firm of Dorsey & Whitney LLP. My firm, along with Carpenter Lipps & Leland LLP, is seeking to substitute in as counsel for the following defendants: Residential Accredit Loans, Inc., Residential Funding Securities LLC, Deutsche Bank Securities, Inc. and Bruce Paradis.

2. The foregoing defendants have requested that my firm and Carpenter Lipps & Leland LLP assume their representation from the law firm of Mayer Brown LLP.


3. This substitution of counsel will not delay or in any way hinder the orderly progress of this case. The Court has not yet entered a discovery scheduling order and the case is not on the Court's trial calendar. The only forthcoming deadlines are those with respect to the

filing of and responses to amended complaints (*see* Dkt. No. 134), and this substitution of counsel will not affect that schedule.

4. Mayer Brown LLP is not asserting a retaining or charging lien.

5. Mayer Brown LLP will continue in the case as counsel for defendant HSBC Securities (USA) Inc.

I declare under the penalty of perjury that the foregoing is true and correct and that this Declaration was executed on March 28, 2012 in New York, New York.



Eric B. Epstein